

LAW OFFICES  
**RAYMOND & BAUMEL**  
PROFESSIONAL ASSOCIATION  
1200 NORTH FEDERAL HIGHWAY, SUITE 411  
BOCA RATON, FLORIDA 33432

VERO BEACH OFFICE: RAYMOND & BAUMEL, P.A.  
201 OCEAN DRIVE, SUITE 202-B  
VERO BEACH, FLORIDA 32963  
TELEPHONE (407) 234-3700  
TELECOPIER (407) 234-4663

TELEPHONE (407) 368-2151  
TELECOPIER (407) 368-4668

MICHIGAN OFFICE: RAYMOND & BAUMEL, P.C.  
305 NORTH WOODWARD AVENUE, SUITE 240  
BLOOMFIELD HILLS, MICHIGAN 48304  
TELEPHONE (810) 254-2850  
TELECOPIER (810) 254-2831

OUR FILE NUMBER:

January 27, 1995

**P95000008665**

**AIRBORNE EXPRESS**  
Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Bill-Pat of Marion Oaks, Inc.

Dear Sir/Madam:

Enclosed for filing are the Articles of Incorporation for the above-referenced corporation along with a check in the amount of \$122.50 to cover fees as follows:

Filing Fee	\$ 35.00
Resident Agent Fee	35.00
Certified Copy	<u>52.50</u>
<b>TOTAL:</b>	<b><u>\$122.50</u></b>

9500001 1995 JAN 27  
1017 317 35-01004-011  
\*\*\*122.50 \*\*\*122.50

Please direct the certified copy of the Articles and any questions to the undersigned. For your convenience, a return Airborne Express airbill is enclosed.

Sincerely,

RAYMOND & BAUMEL, P.A.

*Laura Kaye*  
Laura Kaye  
Corporate Paralegal

Enclosures

*SAB  
2/02/95  
P95-8665*

1995 JAN 30 11 9 44  
FILED

ARTICLES OF INCORPORATION  
OF  
BILL-PAT OF MARION OAKS, INC.

FILED  
1995 JUN 30 PM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby makes and subscribes to these Articles of Incorporation intending to form a corporation under the provisions of the Florida Statutes.

ARTICLE I

The name of this corporation is BILL-PAT OF MARION OAKS, INC.

ARTICLE II

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida. While engaging in such activity or business, it may exercise all of the powers and privileges conferred by the Florida General Corporation Act as presently in effect and as it may be amended from time to time in the future.

ARTICLE III

The aggregate number of shares which the Corporation shall have the authority to issue shall be 10,000 at \$.01 par value common shares.

All of said stock shall be payable in cash, patents, stock, notes, accounts, claims, real estate or other property at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose. Property, but not labor or services, may be purchased or paid for with the capital stock at a just valuation to be fixed by the Board of Directors at a meeting called for that purpose.

ARTICLE IV

The street address of the Corporation shall be 04353 Fmmaus Road, Fruitland Park, FL 34731. The name of the Corporation's initial registered agent is William M. Lawson.

ARTICLE V

The number of directors constituting the initial Board of Directors of this Corporation is two (2). The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
William M. Lawson	04353 Emmaus Road Fruitland Park, FL 34731
Patricia A. Lawson	04353 Emmaus Road Fruitland Park, FL 34731

The initial directors may serve from time to time and may, by resolution, fix the number constituting the Board of Directors and may also name the persons to fill vacancies on the Board of Directors created by an increase in the number of directors which occurs between annual meetings.

#### ARTICLE VI

The name and address of the incorporator is William M. Lawson, 04353 Emmaus Road, Fruitland Park, FL 34731.

#### ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees and agents to the extent permitted by Section 607.0850, Florida Statutes.

#### ARTICLE VIII

Anything to the contrary contained in these Articles of Incorporation notwithstanding, if the shareholders of the Corporation shall so elect, they may exercise all powers and conduct the business and affairs of this Corporation in lieu of the Board of Directors.

#### ARTICLE IX

Directors of this Corporation need not be residents of the State of Florida, unless otherwise provided in the By-Laws of Corporation.

The shareholders of this Corporation shall have exclusive authority to fix the compensation of directors of this Corporation, unless otherwise provided in the By-Laws.

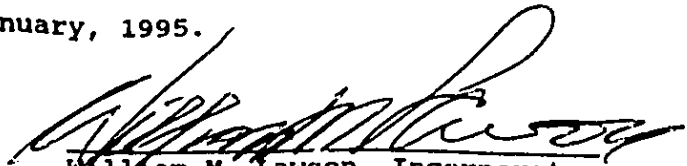
#### ARTICLE X

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of a conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XI

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfers of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements and, when the existence of such agreement is noted on the face or on the back of the certificates representing any such shares, such agreements will be binding and enforceable upon any transferee or successor of any party to such agreement.

Dated this 26th day of January, 1995.

  
William M. Lawson, Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared WILLIAM M. LAWSON who is personally known to me or who has produced his driver's license as identification and who did take an oath.

WITNESS my hand and official seal in the County and State last aforesaid, this 26th day of January, 1995.

  
Notary Public  
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DO' ICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

FILED  
1935 JAN 30 AM 9 44  
STATE  
TALLAHASSEE, FLORIDA

In compliance with Sections 48.091 and 620.192, Florida Statutes, the following is submitted:

That BILL-PAT OF MARION OAKS, INC., desiring to organize under the laws of the State of Florida, with its principal place of business at 04353 Emmaus Road, Fruitland Park, FL 34731, has named William M. Lawson, located at 04353 Emmaus Road, Fruitland Park, FL 34731, as its agent to accept service of process within Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

  
William M. Lawson